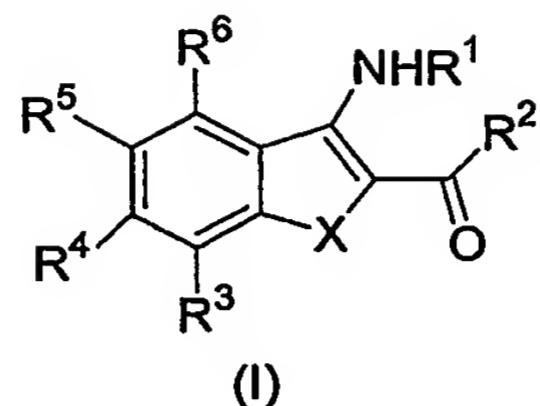


What is claimed is

1. A compound of Formula I



5 wherein

X is selected from O and S;

R¹ is selected from H, (C₁-C₆)alkyl, C(O)(C₁-C₆)alkyl, and benzoyl;

R² is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each

10 independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl,

halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B,

NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and

NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

15 a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl,

halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B,

NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and

NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

20 R^A is in each instance independently H, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, NR^BR^B, or (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, C(O)R^B, halo,

25 (C₁-C₃)alkoxy, and NR^BR^B;

R^B is in each instance independently H, (C₃-C₆)cycloalkyl, and

(C₁-C₆)alkyl, said alkyl being optionally substituted with

OH, =O, halo, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, and

NC(O)(C₁-C₃)alkyl,

30 and where R^B, when it is attached to a N atom, is in each instance (C₁-C₄)alkyl, then the 2 (C₁-C₄)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

and where R^B and R^B together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C_1-C_6) alkyl, said alkyl being optionally substituted with OH, =O, NH₂, (C_1-C_6) alkoxy, NH (C_1-C_3) alkyl, or N $[(C_1-C_3)$ alkyl]₂,

5 and with the proviso that when R^B is attached to S(O) or to S(O)₂, it cannot be H; R^3 is selected from from H, OH, CN, (C_1-C_3) alkyl, (C_1-C_3) alkoxy, halo, halo (C_1-C_3) alkyl, and halo (C_1-C_3) alkoxy;

R^4 is selected from

piperonyl,

10 Y where

Y is a heterocycle optionally substituted with 1, 2, or 3 substituents

each independently selected from

=O, N-oxide, H, CN, NO₂, halo, halo (C_1-C_6) alkyl, OH, halo (C_1-C_6) alkoxy, C(O)OR^B, C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B, 15 S(O)₂NR^BR^B,

(C_1-C_6) alkoxy, said alkoxy being optionally substituted with 1 or 2 substituents selected from OH, NR^BR^B, and (C_1-C_3) alkoxy,

NR^CR^C where

20 R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,

C(O)R^D where

25 R^D is selected from R^A, (C_3-C_6) cycloalkyl, Z and

N $[(C_1-C_3)$ alkyl]Z where

Z is in each instance a heterocycle

independently optionally substituted with

CN, =O, OH, N-oxide, NO₂, halo, (C_1-C_6) alkoxy, halo (C_1-C_3) alkoxy, halo (C_1-C_3) alkyl, S(O)₂R^B, S(O)₂NR^BR^B, NR^BR^B, C(O)R^A, and (C_1-C_6) alkyl,

30 said alkyl being optionally substituted with OH, C(O)R^B, (C_1-C_3) alkoxy and NR^BR^B;

NR^BR^E where

35 R^E is selected from C(O)R^A, C(O)R^B, S(O)₂R^B, S(O)₂NR^BR^B

and C(O) $[(C_1-C_6)$ alkyl]Z where Z is optionally substituted as described above,

(C₁-C₆)alkyl, said alkyl being optionally substituted with
 CN, OH, =O, halo, (C₁-C₆)alkoxy, C(O)R^A, NR^BR^B, NR^CR^C,
 NR^BR^E, C(NH)NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, C(O)R^B
 C(O)OR^B, Z, C(O)Z, and C(O)N[(C₁-C₃)alkyl]Z, where Z in
 5 each instance is independently optionally substituted as
 described above,

phenyl and naphthyl each optionally substituted with 1, 2, or 3 substituents each
 independently selected from

10 OH, CN, NO₂, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)OR^B,
 C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, Z, C(O)Z where Z
 is in each instance optionally substituted as described above,
 (C₁-C₆)alkoxy, said alkoxy being optionally substituted with 1 or 2
 substituents selected from OH, NR^BR^B, and (C₁-C₃)alkoxy,
 NR^CR^C where

15 R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,
 C(O)R^D where

R^D is selected from R^A, (C₃-C₆)cycloalkyl, and N[(C₁-C₃)alkyl]Z
 where Z is optionally substituted as described above,

NR^BR^E where

20 R^E is selected from C(O)R^A, C(O)R^B, S(O)₂R^B, S(O)₂NR^BR^B and
 C(O)[(C₁-C₆)alkyl]Z where Z is optionally substituted as
 described above,

(C₁-C₆)alkyl, said alkyl being optionally substituted with

25 CN, OH, =O, halo, (C₁-C₆)alkoxy, C(O)R^A, NR^BR^B, NR^BR^E,
 C(NH)NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, C(O)R^B C(O)OR^B, Z, C(O)Z,
 and C(O)N[(C₁-C₃)alkyl]Z, where Z in each instance is
 independently optionally substituted as described above;

R⁵ and R⁶ are each independently selected from H, OH, CN, (C₁-C₃)alkyl, (C₁-C₃)alkoxy,
 halo, halo(C₁-C₃)alkyl, and halo(C₁-C₃)alkoxy;

30 or a pharmaceutically acceptable salt or ester thereof.

2. A compound of claim 1 wherein X is O.
3. A compound of claim 1 wherein X is S.
4. A compound of claim 2 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
- 35 5. A compound of claim 2 wherein R⁴ is selected from Y and phenyl, each being optionally substituted.

6. A compound of claim 2 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
7. A compound of claim 5 wherein R⁴ is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
8. A compound of claim 6 wherein R² and R⁴ are each independently optionally substituted with 1 or 2 substituents, and R³, R⁵ and R⁶ are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
9. A compound of claim 8 wherein R¹ is selected from H and (C₁-C₆)-alkyl.
10. A compound of claim 3 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
11. A compound of claim 3 wherein R⁴ is selected from Y and phenyl, each being optionally substituted.
12. A compound of claim 3 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
13. A compound of claim 11 wherein R⁴ is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
14. A compound of claim 12 wherein R² and R⁴ are each independently optionally substituted with 1 or 2 substituents, and R³, R⁵ and R⁶ are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
15. A compound of claim 14 wherein R¹ is selected from H and (C₁-C₆)-alkyl.
16. A compound selected from
 - (3-Amino-6-phenyl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
 - (3-Amino-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
 - [3-Amino-6-(3-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
 - [3-Amino-6-(3-amino-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
 - 3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzonitrile,
 - N-[3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl]-methanesulfonamide,
 - N-[3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl]-acetamide,
 - [3-Amino-6-(2-methyl-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
 - 5-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-nicotinamide,

3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzenesulfonamide,
(3-Amino-5-fluoro-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
{3-Amino-6-[3-((S)-2,3-dihydroxy-propylamino)-phenyl]-benzofuran-2-yl}-(2,4-dichloro-phenyl)-methanone,

5 3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-N-methyl-benzamide,
[3-Amino-6-(1-methyl-1H-imidazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
3-[3-Amino-2-(2-chloro-4-fluoro-benzoyl)-benzofuran-6-yl]-benzamide,
2-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,

10 [3-Amino-6-(2-methyl-thiazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-Methanesulfonamide,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-acetamide,

15 [3-Amino-6-(2-methyl-oxazol-4-yl)-benzofuran-2-yl]-(2-methoxy-phenyl)-methanone,
[3-Amino-6-(3-fluoro-5-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(3-methanesulfonyl-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

20 [3-Amino-6-(2-fluoro-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone, and
[3-Amino-6-(2-methylamino-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone.

25 17. A composition comprising a compound of Formula I.
18. A composition according to claim 17 where X is O.
19. A composition according to claim 17 where X is S.
20. A composition according to claim 18 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.

30 31. A composition according to claim 19 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
32. A method of treating or preventing a hyper-proliferative disorder comprising administration to a patient in need thereof of an effective amount of a compound of

35 Formula I.

23. A method according to claim 22 where X is O.
24. A method according to claim 22 where X is S.
25. A method according to claim 23 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.
- 5
26. A method according to claim 24 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

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